

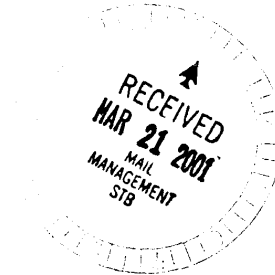
HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

March 17, 2001

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001



Dear Mr. Williams:

Enclosed are two (2) originals of a Memorandum of Full Maintenance Lease Agreement dated January ~~14~~, 2001 which is intended to evidence that certain Full Maintenance Lease Agreement dated as of January ~~14~~, 2001 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Interstate Commodities, Inc. 7 Madison Street Albany, NY 12181

A short summary of the document to appear in the index follows:

Memorandum of Full Maintenance Lease Agreement dated January 4, 2001 evidencing the Full Maintenance Lease Agreement dated January 4, 2001 between **Helm Financial Corporation** as Lessor and **Interstate Commodities, Inc.** as Lessee, covering seventy-seven (77) railcars from within the series **ATW 750023-750485 (ni)**.

Please file this memorandum as a primary document and return one (1) stamped original to my attention. A check covering the twenty-seven dollar (\$27.00) filing fee is enclosed.

Yours truly,

A handwritten signature in cursive script that reads "Alison Drain".

Alison Drain
Document Administrator

/ad
Enclosures (2)

ott/amend/1-1002.final ad/03/17/01

RECORDATION NO. 23439 FILED

APR 2 '01 11:05 AM
TS
SURFACE TRANSPORTATION BOARD

RECORDATION NO. 23439 FILED

APR 2 '01 11:05 AM

**MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of January 4, 2001 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of January 4, 2001 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and INTERSTATE COMMODITIES, INC., a New York corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

INTERSTATE COMMODITIES, INC.

By: John F. Dains
Name: John F. Dains
Title: President

By: Morley A. Daehn Jr.
Name: Morley A. Daehn Jr.
Title: Transportation Manager

SCHEDULE A
TO THE MEMORANDUM OF LEASE

Equipment Description:

Seventy-seven (77), 5250 cubic foot, 100-ton capacity, roller bearing, four-pocket, center flow covered hopper railcars equipped with four piece aluminum continuous trough hatches, Miner 13" x 42" Enterprise AutoLok II GEEPS gravity outlet gates and 286,000 lb. gross rail load; built by ACF Industries between 1967 and 1971; refurbished and converted by Metro East Industries, Inc. in 1999.

Unit Number			Unit Number		
1	ATW	750023	40	ATW	750207
2	ATW	750029	41	ATW	750210
3	ATW	750032	42	ATW	750216
4	ATW	750037	43	ATW	750218
5	ATW	750039	44	ATW	750223
6	ATW	750049	45	ATW	750225
7	ATW	750061	46	ATW	750226
8	ATW	750076	47	ATW	750231
9	ATW	750085	48	ATW	750232
10	ATW	750087	49	ATW	750236
11	ATW	750089	50	ATW	750239
12	ATW	750090	51	ATW	750241
13	ATW	750093	52	ATW	750243
14	ATW	750095	53	ATW	750246
15	ATW	750096	54	ATW	750250
16	ATW	750097	55	ATW	750256
17	ATW	750099	56	ATW	750258
18	ATW	750103	57	ATW	750262
19	ATW	750104	58	ATW	750266
20	ATW	750109	59	ATW	750271
21	ATW	750117	60	ATW	750277
22	ATW	750122	61	ATW	750280
23	ATW	750123	62	ATW	750282
24	ATW	750125	63	ATW	750283
25	ATW	750127	64	ATW	750292
26	ATW	750132	65	ATW	750295
27	ATW	750143	66	ATW	750301
28	ATW	750154	67	ATW	750302
29	ATW	750155	68	ATW	750431
30	ATW	750167	69	ATW	750433
31	ATW	750170	70	ATW	750435
32	ATW	750171	71	ATW	750438
33	ATW	750174	72	ATW	750442
34	ATW	750178	73	ATW	750446
35	ATW	750179	74	ATW	750474
36	ATW	750182	75	ATW	750478
37	ATW	750184	76	ATW	750482
38	ATW	750196	77	ATW	750485
39	ATW	750205			

DN

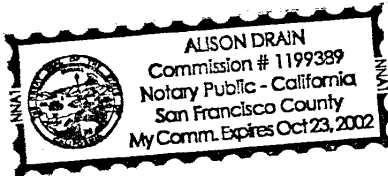
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On February 6th, 2001, before me, Alison Drain, personally
appeared John F. Dains, President of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF NEW YORK)
) S.S.
COUNTY OF Rensselaer)

On February 2, 2001, before me, Victor A. Oberting III, personally
appeared Morley A. Daehn Jr., Transportation Manager, of **INTERSTATE COMMODITIES,**
INC.,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and acknowledged
to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted,
executed the instrument.

Witness my hand and official seal.

Victor A. Oberting III
SIGNATURE OF THE NOTARY

[Notarial Seal]

VICTOR A. OBERTING, III
Notary Public, State of New York
No. 020B4984261
Qualified In Albany County
Commission Expires July 15, 2001

[Handwritten mark]